

**LEGAL NOTICE REGARDING BAHE V. FRANKLIN/TEMPLETON DISTRIBUTORS, INC. ET AL., NO. 04-CV-11195-MLW**

This notice concerns the action entitled Bahe v. Franklin/Templeton Distributors, Inc., et al., No. 04-CV-11195-MLW, pending in the U. S. District Court for the District of Massachusetts. This action was brought by the Plaintiff Eric Bahe pursuant to Rule 23.1 of the Federal Rules of Civil Procedure derivatively on behalf of the Franklin Balance Sheet Investment Fund (the "Fund"). In this action the Plaintiff alleged that the Defendants charged the Fund distribution fees which breached their fiduciary duty to the Fund under state and federal law.

You are hereby notified that the parties in the above-referenced action have stipulated to the dismissal of the Plaintiff's claims against Defendants. The Stipulation of Dismissal is with prejudice only as to the Plaintiff Eric R. Bahe. It is without prejudice as to the Fund and all other shareholders of the Fund.

Plaintiff's decision to dismiss this action was based, in large measure, on the decision of Judge Woodlock, U.S. District Judge for the District of Massachusetts, in Yameen v. Eaton Vance Distributors, 394 F.Supp.2d 350 (D. Mass. 2005), which involved claims identical to those asserted here, and which resulted in a dismissal, with prejudice. Plaintiff and his counsel are persuaded, after careful analysis, that Plaintiff would be very unlikely to prevail in this action, in light of Judge Woodlock's decision in Yameen.

Subject to the Court's approval of the parties' Stipulation of Dismissal, Defendants have agreed to pay Plaintiff's Counsel, Shapiro Haber & Urmy LLP, \$100,000 in attorneys' fees and expenses incurred in the prosecution of this litigation. Those funds will be paid by the Defendants. Those funds will not be paid by the Fund.

If you are a shareholder of the Fund, you may object to the dismissal of this action. To make any such objection, you must send a signed letter setting forth your objection and any reasons therefor. Any objection must set forth the name and number of this case; your name, address and telephone number; the number of shares of the Fund that you currently own; and your signature. Any objection must be filed with the Court on or before October 20, 2006. The Court's address is John Joseph Moakley United States Courthouse, One Courthouse Way, Boston, MA 02210. Copies of any objection must also be served upon counsel for the parties at the following addresses: Edward F. Haber, Shapiro Haber & Urmy LLP, Exchange Place, 53 State Street, Boston, MA 02109, 617-439-3939 (Counsel for Plaintiff); and Daniel A. Pollack, Pollack & Kaminsky, 114 West 47<sup>th</sup> Street, Suite 1900, New York, NY 10036 (Counsel for Defendants).

If you have any questions regarding this matter, please contact attorney Haber, counsel for the Plaintiff.

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE FOR INFORMATION.**